

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION

DENNIS KYRSTEK, Individually and On Behalf
of All Others Similarly Situated,

Plaintiff,

- against -

RUBY TUESDAY, INC., JAMES J. BUETTGEN,
MICHAEL O. MOORE and KIMBERLY S.
GRANT,

Defendants.

No. 3:14 Civ. 1119 (KHS)

*******STIPULATION AND ORDER**

WHEREAS, on May 6, 2014, plaintiff filed a class action complaint asserting claims against defendants pursuant to Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the “Exchange Act”);

WHEREAS, the complaint in this action is governed by the Private Securities Litigation Reform Act (the “PSLRA”), which provides for a specific process for the appointment of lead plaintiff(s) and lead counsel to represent the putative class. *See* 15 U.S.C. §78u-4 et seq.;

WHEREAS, the PSLRA provides for consolidation of all related actions and the appointment of lead plaintiff and lead counsel, after a 60-day notice period expires following publication of the filing of the initial securities class action. *See* 15 U.S.C. §78u-4(a)(3);

WHEREAS, motions seeking appointment as lead plaintiff are not due to be filed in this action until July 7, 2014; and

WHEREAS, lead plaintiff and lead counsel will not be appointed until the completion of briefing on the anticipated motions seeking appointment as lead plaintiff and approval of lead plaintiff's selection of lead counsel, and accordingly it is unclear at this time who will ultimately have the authority to act on behalf of plaintiff and the putative class, and whether the court-appointed lead plaintiff will file a consolidated class action complaint or stand on the existing complaint filed herein;

IT IS HEREBY STIPULATED AND AGREED, by and between the attorneys for plaintiff and the attorneys for defendants, as follows:

1. Undersigned counsel for defendants are authorized to accept, and hereby do accept, service of the summons and complaint in the above-captioned action on behalf of defendants, without prejudice and without waiver of any of defendants' defenses, objections or arguments in this matter or any other matter, except as to sufficiency of service of process.
2. Defendants shall not be required to answer or otherwise respond to, and are hereby expressly relieved from answering or otherwise responding to, the complaint in the above-captioned action subject to the provisions of paragraph 3 below.
3. Within 10 days after the entry of an order appointing, pursuant to the PSLRA, lead plaintiff(s) and lead counsel in the above-captioned action (or a consolidated action encompassing the above-captioned action), defendants and lead plaintiff(s) shall confer and propose to the Court dates by which (1) lead plaintiff(s) shall either (a) serve and file a consolidated class action complaint which shall serve as the operative complaint in the action and shall supersede any other complaints filed in and/or transferred to this Court, or (b) notify counsel for defendants that the original complaint filed by lead plaintiff(s) will be the operative

complaint in the action; and (2) each of the defendants shall answer or otherwise respond to the operative complaint.

There have been no requests for an extension of time previously made in this matter.

Dated: May 29, 2014

ROBBINS GELLER RUDMAN & DOWD LLP

By: s/ Jerry E. Martin

JERRY E. MARTIN
217 Second Avenue, North
Nashville, TN 37201
(615) 244-2203
jmartin@rgrdlaw.com

SAMUEL H. RUDMAN
MARY K. BLASY
58 South Service Road, Suite 200
Melville, NY 11747
(631) 637-7100
srudman@rgrdlaw.com

BARRETT JOHNSTON, LLC
GEORGE E. BARRETT
TIMOTHY L. MILES
217 Second Avenue, North
Nashville, TN 37201
(615) 244-2202
gbarrett@barrettjohnston.com
tmiles@barrettjohnston.com

Attorneys for Plaintiff

Dated: May 29, 2014

BASS, BERRY & SIMS, PLC

By: s/ Britt K. Latham

BRITT K. LATHAM
JOSEPH B. CRACE
150 Third Avenue, South, Suite 2800
Nashville, TN 37201
(615) 742-7762
blatham@bassberry.com
jcrace@bassberry.com

SHEARMAN & STERLING LLP
STUART J. BASKIN
BRIAN H. POLOVOY
DANIEL H.R. LAGUARDIA
599 Lexington Avenue
New York, NY 10022
(212) 848-4000
sbaskin@shearman.com
bpolovoy@shearman.com


Attorneys for Defendants

I, Jerry E. Martin, am the ECF User whose ID and password are being used to file this STIPULATION AND PROPOSED ORDER. In compliance with Administrative Order No. 167, Administrative Practices and Procedures for Electronic Case Filing, §8, I hereby attest that Britt K. Latham has concurred in this filing.

s/ Jerry E. Martin

JERRY E. MARTIN

SO ORDERED.


" Hon. Kevin H. Sharp
United States District Judge

Dated: Lypg"4, 2014 " Hon. Kevin H. Sharp
United States District Judge

CERTIFICATE OF SERVICE

I hereby certify that on May 29, 2014, the foregoing STIPULATION AND PROPOSED ORDER was filed electronically with the Clerk of the Court to be served by operation of the Court's electronic filing system upon the following:

BASS, BERRY & SIMS, PLC
BRITT K. LATHAM
JOSEPH B. CRACE
150 Third Avenue, South, Suite 2800
Nashville, TN 37201
(615) 742-7762
blatham@bassberry.com
jcrace@bassberry.com

SHEARMAN & STERLING LLP
STUART J. BASKIN
BRIAN H. POLOVOY
DANIEL H.R. LAGUARDIA
599 Lexington Avenue
New York, NY 10022
(212) 848-4000
sbaskin@shearman.com
bpolovoy@shearman.com

Attorneys for Defendants

s/ JERRY E. MARTIN

JERRY E. MARTIN

ROBBINS GELLER RUDMAN
& DOWD LLP
217 Second Avenue North
Nashville, TN 37201
Telephone: 800/449-4900
615/252-3798 (fax)

E-mail: jmartin@rgrdlaw.com